CONSTITUTION OF THE ASSOCIATION OF CARIBBEAN HIGHER EDUCATION ADMINISTRATORS (ACHEA)

ARTICLE 1: NAME

1.1 The organisation shall be called the Association of Caribbean Higher Education Administrators hereafter, referred to as "The Association". The short title of the Association is ACHEA.

1.2 The Association shall be registered as a non-profit organisation.

ARTICLE 2: REGISTERED OFFICE AND LANGUAGE

2.1 The registered Head Office shall, for the time being, be located at the University of the West Indies, Mona, Kingston 7 Jamaica.

2.2 The working language for ACHEA is English.

ARTICLE 3: AIM

3.1 To promote the highest standards of professionalism and the continuing development of management and leadership capacity among those who have managerial and leadership responsibilities in institutions of higher education in the Caribbean.

ARTICLE 4: DEFINITIONS

“Caribbean” - For purposes of this Constitution, the Caribbean Region will be defined as in the ACS Convention to include all countries, states and territories in and bordering the Caribbean Sea from Mexico in the northwest to French Guiana in the southeast (i.e. including all five Central American states, Panama, Colombia and Venezuela and the three Guiana’s). For these purposes, El Salvador (on the Pacific Coast), the Bahamas and Bermuda (in the Atlantic) and Guyana, Suriname and French Guiana (on the Atlantic coast) are considered part of the Caribbean region.

“Higher Education” - For purposes of this Constitution, Higher

“Education” will be defined according to the UNESCO declaration of October 9, 1998 in Paris, which states “
ARTICLE 5: OBJECTIVES

5.1 The objectives of the Association are to:

a. develop and maintain a code of conduct and guidance for its members regarding their professional work;

b. organise discussions, conferences, seminars and workshops on various issues in higher education administration;

c. publish newsletters and such other publications as the Association shall determine from time to time;

d. establish and promote networking opportunities and mentoring support for administrators in higher educational institutions in the Caribbean;

e. foster links and exchanges with similar organisations in higher education outside of the Caribbean;

f. seek funding and to engage in fund-raising activities to enable the Association to carry out its activities; and

g. provide good governance in the organisation to which members belong.

ARTICLE 6: MEMBERSHIP OF THE ASSOCIATION

Eligibility

6.1 Any person, agency, institution or organisation, both governmental and non-governmental, engaged in leading and administering activities and programmes, within higher education shall be eligible for membership.

6.2 Membership in the Association is annual and shall be renewable each year at the time of the Annual General Meeting, or as otherwise specified by the Executive, except in the case of Life Members and honorary Members.

Register of Members

6.3 Register of Members of the Association, maintained by the Secretary shall be kept at the Registered Office of The Association, and shall contain:

a. the member’s name, address and contact information;

b. the date on which each member was accepted;

c. the date on which the member last paid membership fees;
d. the occupation of the member and any other relevant affiliations;
ed. the special interests, skills and talents that may be of value to the Association in trying to achieve its objectives; and
f. any other information that is desirable from time to time.

Categories of Membership
6.4.1 There shall be six (6) categories of membership as follows:

Individual
6.4.2 Any employee of an institution of higher education or an individual engaged in Higher Education in the Caribbean region shall be eligible for full membership in the Association. S/he shall be admitted to membership on condition that s/he:
   a. submits evidence of involvement in the administration of higher education.
   b. pays the relevant membership fees
   c. agrees to adhere to the Code of Ethics of the Association.
   d. satisfies in the opinion of the Executive any other such requirements as specified by the Association.

6.4.3 Anyone accepted as a member shall enjoy all the rights, privileges and obligations of membership, including the right to vote on such matters that require a ballot which are brought before The Association.

Institutional Membership
6.4.4 Any agency, institution or organisation involved in the administration of Higher Education within the Caribbean region shall be eligible for full membership. Such an organisation shall be entitled to five (5) designated persons to represent it at meetings of The Association and to participate in all activities, and, at the discretion of the Executive, may be allowed to increase the number of designated persons at a prorated fee as described in the Membership Fee Schedule, approved annually. The organisation shall enjoy all rights and privileges of full membership. Further, it shall be entitled to five (5) bloc votes on each matter before The Association.

6.4.5 Where any agency, institution or organisation involved in Higher Education, within the Caribbean region has campuses, which are administered independently, such campuses, divisions or units shall be eligible for full membership under the same conditions and with the same privileges as the parent agency, institution or organisation.
6.4.6 Persons representing agencies, institutions or organisations shall also be eligible for individual membership under the conditions indicated above in the section titled "Individual". Such persons shall have, as individuals, all the rights, privileges and obligations of membership including the right to cast a single vote on any matter brought before the Association.

6.4.7 Organisational Member status shall be conferred provided that the following conditions shall be satisfied in the opinion of the Executive. The organisation:
   a. presents to the Association relevant reports of its AGM or its supreme authority that specify activities in Higher Education;
   b. pays relevant membership fees;
   c. commits to pursue the objectives of the Associations; and
   d. agrees to adhere to abide by the Code of Ethics.

Associate Membership
6.4.8 Any person, organisation, agency or institution, local or international interested in but not directly involved in the administration of higher education within the Caribbean, who subscribes to the aims and objectives of the Association, shall be eligible for associate membership. Associate members shall have the same rights and privileges as full members EXCEPT that they may not be elected to any office of the Association nor be allowed to vote on matters before the Association.

6.4.9 Associate membership shall be conferred on condition of:
   a. payment of membership fees
   b. acceptance of the "no power to vote" clause
   c. agree to adhere to the Code of Ethics

6.4.10 An associate member may be co-opted to serve on sub-committees of the Association.

Life Membership
6.4.11 Any member shall have the option of paying the designated life membership fee instead of the annual membership fee and thereby be granted life membership.

6.4.12 Life membership shall be conferred on condition of:
   a. payment of the full life membership fee at one time
   b. agree to adhere to the Code of Ethics
Honorary Membership

6.4.13 An honorary member shall be a person selected by the Executive in recognition of his/her notable and/or outstanding contributions to higher education and its administration over a period of time. Such members shall be entitled to such privileges and obligations of membership as determined by the Executive from time to time. However they will not have the right to vote or hold office.

Attendance at Meetings

6.4.14 A member can attend a meeting of the Association in his/her individual capacity or as an institutional member but not in both capacities.

Membership Fees

6.4.15 Membership fees of the Association shall be recommended by the Executive and approved at the Annual General Meeting. Fees become payable on the first day of April of each year and shall be subject to review by the Executive from time to time.

Termination of Membership

6.4.16 Any member whose action, in the opinion of the Executive, is likely to bring the Association into disrepute may have his/her membership terminated by the Executive.

ARTICLE 7: ANNUAL OPERATIONS

7.1 Administrative year of the Association shall be from August 01 to July 31 next.

7.2 The Financial Year of the Association shall be from April 01 to March 31st next.

ARTICLE 8: CHAPTERS

8.1 The Association may establish chapters, as is necessary and in accordance with the Rules and Regulations of the Association.

ARTICLE 9: MEETINGS

Annual General Meeting
9.1 The Association shall convene its Annual General Meeting once per year. The quorum for the Annual General Meeting shall not be less than one-fifth of the total registered members in good financial standing.

9.2 Notice of the Annual General Meeting shall be sent to members not less than 30 days before the date of the meeting. The Annual General Meeting shall be held not later than four (4) months after the end of the administrative year and at a location to be determined by the Executive. The meeting shall consider the reports of the President, the Treasurer and the Auditors and except for the immediate Past President shall elect the officers of the Association.

9.3 The Annual General Meeting shall be the supreme authority of The Association.

**Special General Meetings**

9.4 A Special General Meeting may be called at any time by resolution of the Executive, or by the President and the Vice President(s) jointly.

9.5 Notice of such a meeting shall be given no less than fourteen (14) days before the date of the meeting.

9.6 The quorum shall not be less than one quarter of the total registered members in good financial standing.

9.7 A Special General Meeting may also be called, if requested by not less than 20% of the members in good standing. The request shall be made, in writing, to the Secretary and stating the reason for the meeting. The meeting shall be convened within sixty (60) days of the receipt of such a request and the matters to be discussed shall be confined to those for which the Special General Meeting was called. The quorum shall not be less than one-quarter of the total registered members in good financial standing.

**ARTICLE 10: OFFICERS**

**Officers**

10.1 The officers of the Association shall be:

   a. President
   
   b. First Vice President
   
   c. Second Vice President
   
   d. Secretary
   
   e. Assistant Secretary
f. Treasurer

g. Assistant Treasurer

h. Public Relations Officer

**Term of Office:**

10.2 Term of Office shall be two (2) consecutive years.

10.3 The President shall not occupy office for more than two (2) Consecutive terms, each term being two (2) years.

**Responsibilities:**

10.4 The functions of the officers:

**President**

10.4.1 The President shall normally preside over all meetings of the Executive and all general Meetings and report to the Executive on interim actions taken and be available for consultation on Association matters.

**First Vice President**

10.4.2 The First Vice President shall,

   a. in the absence of the President, perform the duties of the President;

   b. shall Coordinate the activities of the Standing Committees; and

   c. any other activities as so assigned by the Executive

**Second Vice President**

10.4.3 The Second Vice President shall

   a. in the absence of the President and the First Vice President perform the duties of the President.

   b. coordinate Special Projects; and
c. any other activities so assigned by the Executive

**Secretary**

10.4.4 The Secretary shall issue notices convening all meetings of the Executive Committee and General Meetings and shall be responsible for maintaining a clear and accurate record of the official business of the Association, including:

a. minutes of General and Special and Executive Committee Meetings;

b. correspondence of the Association;

c. the Register of Members additionally, the Secretary shall be responsible for the preservation of all records of the Association in general;

d. developing and maintaining the Documentation Policy of the Association; and

e. any other activities so assigned by the Executive.

**Assistant Secretary**

10.4.5 The Assistant Secretary shall assist the Secretary in the performance of his/her duties, act for the Secretary in his/her absence and perform any other activities so assigned by the Executive.

**Treasurer**

10.4.6 The Treasurer shall

a. receive and disburse, under the direction of the Executive, all moneys received and shall keep in safe custody vouchers for all moneys disbursed;

b. keep books of accounts of all moneys received and paid;

c. prepare periodic statements of accounts for the Executive Committee meetings;

d. be responsible for the presentation of audited accounts at the Annual General Meeting;

e. make all financial records available to the Executive and Auditor for inspection;

f. keep an up-to-date list of all members, recording payments of subscriptions; and

g. any other activities so assigned by the Executive.
**Assistant Treasurer**

10.4.7 The Assistant Treasurer shall assist the Treasurer in the performance of his/her duties, act for the Treasurer in his/her absence and perform any other activities so assigned by the Executive.

**Public Relations Officer**

10.4.8 The Public Relations Officer shall:

   a. promote the image and goodwill of The Association;
   
   b. publicise the activities of the Association;
   
   c. any other activities so assigned by the Executive

**ARTICLE 11: NOMINATION AND ELECTION OF OFFICERS OF THE ASSOCIATION**

11.1 The Officers shall be elected at the Annual General Meeting.

11.2 Voting shall be by ballot. Only members in good standing shall vote. There shall be no voting by proxy.

11.3 At least three (3) weeks prior to the Annual General Meeting, the Executive shall appoint a Nominating Committee of not less than three (3) persons and shall designate a Chairman of that committee. It shall be the duty of the Committee to obtain the consent of those nominated and present the nominations of the Executive for ratification. The Committee shall be responsible for the conduct of the election including preparing, distributing, collecting and counting of ballots.

11.4 At the Annual General Meeting, the Chairman shall present the nominees for each office. Nomination from the floor may be entertained.

11.5 In the event that there is not a majority, the Chair of the Nominating Committee shall immediately take another ballot.

**ARTICLE 12: THE EXECUTIVE**

12.1 There shall be an Executive of the Association which shall be responsible for the conduct of the affairs of The Association between Annual General Meetings.
Composition

12.2 The Executive shall consist of:
   a. The President
   b. First Vice President
   c. Second Vice President
   d. The Immediate Past President
   e. The Secretary
   f. The Assistant Secretary
   g. The Treasurer
   h. The Assistant Treasurer
   i. The Public Relations Officer
   j. The Chairs of Standing Committees

12.3 Any other member/s may be co-opted by the Executive

Election

12.4 All Executive Members, shall be eligible to serve for not more than two (2) consecutive terms, each term being two (2) years in duration, but shall become eligible for election again after sitting out one term of office.

Meetings

12.5 Meetings of the Executive shall be held at least once every three months provided that at least seven (7) days notice of such meeting is given to each member. The quorum for the meeting shall be five (5) Executive members. Notice of matters to be brought before the Executive must be given in good time.

Powers and Duties of the Executive Committee

12.6 The powers and duties of the Executive shall be as follows:
   a) Supervise the affairs of the Association;
b) Carry out the policies of the Association and pass such general or special regulations as may be considered expedient in order to give effect to such policies;

c) Propose the operating budget of the Association for approval at the Annual General Meeting;

d) Nominate auditors for the approval at the next Annual General Meeting;

e) Appoint members of the Standing Committees of The Association

f) Establish Chapters and Ad Hoc committees as the need arises;

g) Fill vacancies on the Executive arising during the year.

12.7 With respect to (g) above, the Executive will make an acting appointment for the period until elections are held at the next Annual General Meeting.

Removal from Office

12.8 A member of the Executive shall vacate office:

a) if the member resigns office giving at least one (1) month's notice, in writing, to the Secretary of the Association. However, the Executive may waive the period;

b) if s/he is found to be of unsound mind or becomes bankrupt;

c) if the Executive, with sufficient cause, requests the resignation of the member. If the member is also an officer, the resignation is reported to the General Meeting;

d) if at a Special General Meeting of members specifically called for the purpose of removing a member, a resolution is passed by two-thirds of members present, the member shall be removed from office.

Remuneration

12.9 Executive members shall not receive any remuneration for their services.

ARTICLE 13: STANDING COMMITTEES

13.1 The functions of the Standing Committees shall be as stated hereunder:-
Finance and Fund Raising Committee
13.1.1 To advise the Executive on matters relating to the development and implementation of its financial policies.

To organise fund raising activities on behalf of the Association.

Membership Committee
13.1.2 To develop and implement policies and plans to increase the membership of The Association and the involvement of members in its activities.

Professional Development Committee
13.1.3 To plan and implement training activities in relevant areas of need for all categories of members.

Public Relations Committee
13.1.4 To communicate the aims and objectives of the Association and promote the activities of The Association to the members and the general public.

Publications Committee
13.1.5 To produce and distribute the publications of the Association on a timely basis. Publications shall include, but shall not be limited to: newsletters, bulletins, journals, reports, proceedings and other documents pertinent to the interests of members and fulfilling the aims and objectives of the association.

ARTICLE 14: FINANCE

General
14.1 The Association shall be financed by membership dues, grants, voluntary subscriptions and donations and may adopt other measures for raising funds. The funds of the Association shall be deposited in a recognised financial institution or another safe place, decided on by the Executive, which shall also have the right to place funds in an Investment Account. Withdrawals from these accounts shall be made on the signature of the Treasurer and or Assistant Treasurer and anyone of the following officers:

a) President

b) Vice President

c) Secretary
Appointment of Auditors and Audit of Accounts

14.2 The auditors of the Association shall be elected by the members at the Annual General Meeting and shall hold Office until the next Annual General Meeting.

14.3 It shall be the responsibility of the Auditors to make such examination of financial records of the Association, from time to time, for reporting to the members. They shall carry out an in-depth audit of The Association's accounts annually and shall prepare audited statements to be presented at the Annual General Meeting or at any Special Meeting of the Association so called for or for other purposes.

14.4 The Treasurer, on behalf of the Executive, shall cause proper books/records of accounts to be kept with respect to all financial transactions of The Association.

ARTICLE 15: RULES AND REGULATIONS

15.1 The Executive shall have power to revoke or make Rules and Regulations for the promotion of the aims and objectives of The Association and for the proper conduct of business, provided that no Rule or Regulation shall contravene this Constitution.

15.2 The Annual General Meeting by simple majority vote may revoke or amend any Rule or Regulation made or amended by the Executive.

15.3 The decision of the Executive on the Rules and Regulations or the interpretation thereof shall be conclusive and binding on all members of The Association unless and until such decision shall be over-ruled by an Annual General Meeting or by a Special General Meeting.

ARTICLE 16: EXAMINATION OF RECORDS

16.1 All books, documents and other records of The Association shall be kept at the Registered Office and may be examined by a member in good standing on giving not less than seven (7) days notice, in writing, to the Secretary of The Association.

ARTICLE 17: EXECUTION OF DOCUMENTS

17.1 When any document requires legal execution any two officers from among, the President, Secretary or Treasurer, shall have the authority to sign and stamp documents in the name of and on behalf of The Association. In the event that any two of the above elected officers of The Association are unable to carry out this function, the Executive shall have the power by majority vote to appoint two (2) other members of the elected Executive to sign and stamp documents on behalf of The Association.
17.2 The stamp shall bear the logo and registered name of The Association and shall be affixed by the Secretary requiring execution under the stamp. The stamp shall remain in the custody of the Secretary unless the Executive dictates otherwise.

ARTICLE 18: INTERPRETATION OF CONSTITUTION AND REGULATIONS

18.1 On any point where the Constitution or the Regulations are silent or where a conflict of interpretation arises, the decision of the Executive shall be final, subject to the overriding authority of the Annual General Meeting or a Special General Meeting.

ARTICLE 19: AMENDMENTS TO CONSTITUTION

19.1 The Constitution shall not be altered or rescinded except by Resolution passed and confirmed by The Association in an Annual General Meeting or at a Special General Meeting in the following manner:

a) the mover of the proposed Resolution shall give eight (8) weeks’ notice thereof, in writing, to the Secretary of The Association setting out the intention to amend, alter or rescind any part of the Constitution;

b) the Secretary shall set out such proposed Resolution in full in the notice convening such meeting;

c) such Resolution shall not pass unless there is an affirmative vote by two-thirds of the members present and voting.

ARTICLE 20: DISSOLUTION OF THE ASSOCIATION

20.1 The Association shall not be dissolved except by resolution passed at a Special General Meeting of members in good standing summoned specifically for this purpose, by a voting of not less than two-thirds of the members present. The quorum shall not be less than one quarter of the total registered members in good financial standing. If no quorum is realised, the proposal to dissolve The Association shall be submitted to a General Meeting which shall be held two (2) months later and the notice of which must be sent at least thirty (30) days before the day appointed for the meeting.

20.2 If the Special General Meeting approves the Resolution for the dissolution of The Association, the members present at that meeting by simple majority vote shall decide which charitable or non-profit organization or organisations shall inherit the assets of The Association.
Revised: June 23, 2003

Revised September 11, 2010

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